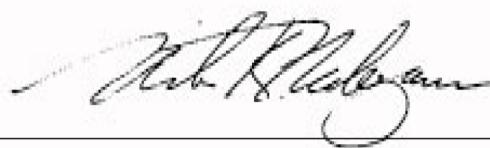


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Honorable Mike K. Nakagawa  
United States Bankruptcy Judge

Entered on Docket  
March 29, 2013

6 Jessica C.K. Boelter (IL SBN 6277801)  
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Debtors and Debtors in Possession

13 **UNITED STATES BANKRUPTCY COURT**  
14 **DISTRICT OF NEVADA**

15 In re:  
16 RODEO CREEK GOLD INC.  
17  Affects this Debtor  
18  Affects all Debtors  
19  Affects Antler Peak Gold Inc.  
20  Affects Hollister Venture Corporation  
21  Affects Touchstone Resources Company

Chapter 11  
Case No. BK-13-50301 (MKN)

Jointly Administered

**FINAL ORDER (I) AUTHORIZING  
DEBTORS TO PAY CERTAIN  
PREPETITION EMPLOYEE  
OBLIGATIONS, (II) AUTHORIZING  
THE DEBTORS TO REIMBURSE  
BUSINESS EXPENSES, (III)  
AUTHORIZING DEBTORS TO  
MAINTAIN AND CONTINUE  
EMPLOYEE BENEFITS AND  
PROGRAMS IN THEIR ORDINARY  
COURSE, (IV) AUTHORIZING AND  
DIRECTING APPLICABLE BANKS TO  
HONOR ALL CHECKS AND  
TRANSFERS DRAWN ON THE  
DEBTORS' ACCOUNTS, AND (V)  
GRANTING RELATED RELIEF**

Hearing Date: March 28, 2013  
Hearing Time: 1:00 p.m. (PT)  
Place: 300 Las Vegas Blvd.  
Las Vegas, NV 89101

Upon consideration of the motion, dated February 25, 2013 (the “Motion”),<sup>1</sup> of Rodeo Creek Gold Inc. (“Rodeo Creek”) and its affiliated debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) commenced on February 25, 2013 (the “Petition Date”) for entry of an Interim Order and Final Order, pursuant to sections 105(a), 363(b), and 507 of the Bankruptcy Code: (A) authorizing the Debtors, in accordance with their existing plans, programs and policies, to (i) pay the Employee Compensation; (ii) pay the Reimbursable Expenses; (iii) continue to pay and honor all Employee Benefits; (iv) payments relating to all Deductions and Withholdings; and (v) make all payments to third parties relating to Employee Obligations, (B) authorizing and directing the applicable banks and other financial institutions to honor and pay all checks and transfers drawn on the Debtors’ payroll accounts to make the foregoing payments, and (C) granting such other and further relief as the Court may deem just and proper; and upon consideration of the Motion and all pleadings related thereto, including the Dombrowski Declaration and the Declaration of Michael D. Kang in Support of the Debtors’ Chapter 11 Petitions and First Day Motions; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), (c) venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Motion was due and proper under the

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

1 circumstances; and a hearing to consider approval of the Motion on an interim basis having been  
2 held; and it appearing that the relief requested in the Motion is in the best interests of the  
3 Debtors, their estates and creditors; and it appearing that the requirements of Bankruptcy Rule  
4 6003 have been satisfied; and an Interim Order on this matter having been entered on February  
5 27, 2013 [Docket No. 43]; and after due deliberation, and good and sufficient cause appearing  
6 therefor, it is hereby:

8 ORDERED, that the Motion is granted as set forth herein on a final basis; and it is further

9 ORDERED, that the Debtors are authorized, but not directed, to pay or otherwise honor  
10 all Employee Obligations, the most significant of which are described in the Motion, including,  
11 but not limited to, all obligations incurred under or related to Employee Compensation,  
12 Reimbursable Expenses, Employee Benefits and Deductions and Payroll Taxes, and all costs and  
13 expenses incident to the foregoing and all programs related thereto, including those Employee  
14 Obligations and Employee Benefits that (i) were or are due and payable and relate to the period  
15 prior to the Petition Date and (ii) are or become due and payable or relate to the period after the  
16 Petition Date; and it is further

18 ORDERED, that the Debtors are authorized to make any and all payments pursuant to the  
19 Salary Retention Bonus Policy, the Hourly Retention Bonus Policy and the Performance Bonus  
20 Program; and it is further

22 ORDERED, that the Debtors are authorized to maintain and continue to honor their  
23 practices, programs, and policies (as more fully described in the Motion) for their Employees  
24 with respect to the Employee Obligations as they were in effect as of the Petition Date, and as  
25 such may be modified, amended, or supplemented from time to time in the ordinary course of  
26 business; and it is further

1 ORDERED, that all applicable banks and other financial institutions and any other bank  
2 (collectively, the “Banks”) authorized to administer the Debtors’ bank accounts under the  
3 Motion for Interim and Final Orders (I) Approving Cash Management System, (II) Authorizing  
4 Use of Prepetition Bank Accounts and Business Forms, (III) Waiving the Requirements of  
5 Section 345(b) of the Bankruptcy Code, and (IV) Granting Administrative Priority to  
6 Intercompany Claims (the “Cash Management Motion”), are authorized and directed, upon the  
7 Debtors’ request in their sole discretion, to receive, honor, process, and pay, to the extent of  
8 funds on deposit, any and all checks or electronic transfers drawn on the Debtors’ Bank  
9 Accounts (as defined in the Cash Management Motion) relating to the Employee Obligations,  
10 including those checks or electronic transfers that have not cleared the Banks as of the Petition  
11 Date; and it is further  
12

13 ORDERED, that the Debtors are authorized to replace any prepetition checks or  
14 electronic transfers relating to the Employee Obligations that may be dishonored or rejected; and  
15 it is further  
16

17 ORDERED, that the Banks may rely on the representations of the Debtors as to which  
18 checks or electronic transfers are in payment of the Employee Obligations; and it is further  
19

20 ORDERED, that the Debtors are authorized, but not directed, to pay any and all costs and  
21 other obligations in connection with maintaining or paying third parties to maintain, administer,  
22 and provide record-keeping relating to the Employee Obligations that they may have outstanding  
23 as of the Petition Date in the ordinary course of business; and it is further  
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25 ORDERED, that neither this Final Order, nor any payments made by the Debtors  
26 pursuant to the Motion or this Order, shall be deemed to change the classification of any claim or  
27 to in any way change the rights or create new rights of any Employee or other person, including  
28

1 without limitation, the creation of any right to payment entitled to administrative expense priority  
2 pursuant to sections 503 and 507 of the Bankruptcy Code; and it is further

3 ORDERED, that nothing in this Final Order or the Motion shall be deemed to constitute  
4 the post-petition assumption or rejection of any employee benefit plan, employment agreement,  
5 or any other contract, program, or agreement pursuant to section 365 of the Bankruptcy Code;  
6 and it is further

7 ORDERED, that notwithstanding any provision in the Bankruptcy Code or Bankruptcy  
8 Rules to the contrary, the Debtors are not subject to any stay in the implementation, enforcement,  
9 or realization of the relief granted in this Final Order; and it is further

10 ORDERED, that the requirements of Bankruptcy Rule 6003(b) are satisfied; and it is  
11 further

12 ORDERED, that the Debtors are authorized and empowered to take all actions necessary  
13 to implement the relief granted in this Final Order; and it is further

14 ORDERED, that (i) the fourteen (14) day stay under Bankruptcy Rule 6004(h) is hereby  
15 waived with respect to this Final Order and (ii) the terms and conditions of this Final Order shall  
16 be immediately effective and enforceable upon its entry; and it is further

17 ORDERED, that the requirements of set forth in Bankruptcy Rule 6004(a) are waived;  
18 and it is further

19 ORDERED, that this Court shall retain jurisdiction to hear and determine all matters  
20 arising from the implementation of this Final Order.

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24  
25 SUBMITTED BY:

26 Donald A. Lattin, NV State Bar #693  
27 Christopher D. Jaime, NV State Bar #4640  
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8 Matthew G. Martinez, IL State Bar #6297132  
9 SIDLEY AUSTIN LLP  
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10 Proposed Reorganization Counsel for  
11 Debtors and Debtors in Possession

12 In accordance with Local Rule 9021, counsel submitting this document certifies as follows  
(check one):

13  The court has waived the requirement set forth in Local Rule 9021(b)(1)

14  No party appeared at the hearing or filed an objection to the Motion.

15  I have delivered a copy of this proposed order to all counsel who appeared at the hearing,  
and each has approved or disapproved the order, or failed to respond, as indicated below [list  
each party and whether the party has approved, disapproved, or failed to respond to the  
document]:

16 Approved by Pachulski Stang Ziehl & Jones LLP, Counsel to Official Committee of  
17 Unsecured Creditors; waived as to all others.

18  I certify that this is a case under chapter 7 or 13, that I have served a copy of this order with  
19 the motion pursuant to Local Rule 9014(g), and that no party has objected to the form or content  
of the order.

20 ####  
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